

IFSEA Conference Program

19-20 June 2023

Saddlers' Hall, 40 Gutter Lane, London EC2V 6BR



19 June 2023

18.00 **Welcome Evening Drinks Reception with keynote speaker (TBC)**

20 June 2023

08.00-08.30 **Registration and Breakfast**

08.30 **Conference Opens**

Ethical handling of Executive Investigations: Are sloppy investigations, or overzealous investigations under ‘zero tolerance’ policies, potentially ruining careers of good professionals and executives, or are they regarded as the inevitable price of ensuring justice for victims overall? Is dismissal now effectively the default outcome for executives? What are the ethical implications of investigations and what does best practice look like?

Turning up the heat to stamp out harassment: A recent high-profile court decision in Delaware has allowed shareholders to sue the former Global Chief People Officer of McDonalds for alleged breach of his fiduciary duties, in allegedly failing to attempt to prevent systemic sexual harassment at the company. In the UK draft legislation is being considered to introduce a mandatory duty on employers to eradicate sexual harassment and also introducing liability for third party harassment. What will be the likely impact of these and other developments and what more should executives be doing to ensure effective oversight of their organisations and to protect their people against harassment?

Board Pay: Heightened scrutiny of CEO and executive compensation: Investors on both sides of the Atlantic are looking hard at the rise in CEO and executive compensation, with a more focused lens on whether compensation increases are matched to meeting ESG and other targets. What impact will the PRA and FCA consultation on proposed removal of existing limits on bonus cap in the financial services sector have on CEO and executive compensation?

Engaging constructively with the activist workforce: How do we help business leaders to engage, understand and collaborate constructively with unions, works councils and activist employee, especially in a TikTok world, for the best outcomes for business, the workforce and the public opinion? The strategies and the pitfalls.

Understanding executive equity valuations and handling repurchase/clawback disputes:

Repurchase rights can often be lurking in the fine print of equity grants and can leave executives vulnerable to forfeiture of their equity at diminished valuations, especially on termination. Different valuation methods yield a range of results, and it is important for an executive to know what to ask for upfront, to avoid surprises down the road and also to understand 'Cause' and 'Good Reason' and good leaver/bad leaver clauses in employment agreements, Shareholder/LTIP agreements, Phantom shares and stock options.

The Executive Whistleblower – the rights, protections and opportunities for executive blowing the whistle on organisational wrongdoing: Are they ever enough to compensate for the risks, reputational, health and even family consequences of blowing the whistle? What more can executives do now and in the future to protect themselves and also others in their organisation who want to speak out against corporate wrongdoing?

Founders behaving badly – strategic and diplomatic board games: This panel will discuss the options available to the board in common scenarios, when seeking to remove a rogue or dysfunctional founder or executive, who is also a director and shareholder. They will focus on the non-statutory employment law rights of the founder and the risks to which the board are exposed, in relation to perceived unfair treatment. The panel will explore:

- Common considerations and issues arising from the paperwork;
- The implication of good faith in this context, in the UK and beyond;
- The methods available to executive and founder shareholders to enforce their rights in the corporate setting, including unfair prejudice and derivative actions to complement employment and contractual claims;
- Comparative actions in other jurisdictions represented by the panel

Executive Relationships at work – ban, boundaries or blind eye? Can relationships with colleagues, clients, vendors or competitors ever be appropriate or safe. How can employers manage the workplace risks and conflicts of interest? What should workplace relationship protocols and policies look like to reflect reality, and how far should they go to ban or place boundaries on workplace romance?

Women, Age and the C Suite: A discussion on the sex/age discrimination intersection, and the use of individual and class actions, pay transparency and pay audits, and regulatory intervention to address widespread bias against women executives in pay and promotions. To what extent does the menopause impact women executives' careers too? And what positive action and initiatives are available to support career progression and re-entry after periods of absence?

How Executives get the best out of their teams against a backdrop of changing employee cultural and generational behaviours, expectations and the new "quiet constraint".

Anatomy of a transaction - Key issues for Executives and Founders selling their business and what protections are worth fighting for? The critical issues inherent in the sale of a business from the employment perspective –financing, engaging with corporate counsel and retaining and protecting other employees in preparation for a transaction. How involved is the senior team in choosing its new company, in due diligence and determining the business and employment deals? How can they negotiate their own employment and equity agreements while maintaining their duty of loyalty?

Business Protection: The Top 5 things You Need to Know Right Now on Restrictive Covenants and Confidential Information: This discussion will include an update on the proposed US Federal Trade Commission ban on non-competition covenants in US employment agreements and the potential significant impact on senior executives and founders, and their businesses, in the USA and around the world.

Founders succession planning – passing on the business to the next generation: whether the next generation consists of the children or employees, what are the top issues and options founders should consider when planning to move on, hand over the reins and pass ownership to the next generation?

The Plague of the Narcissistic Leader: What is the Damage? Is there a Cure? An interactive audience discussion in a Samoan Circle format. What traits do we look for in our corporate leaders? Ask someone what distinguishes a forceful leader in business, and they're likely to mention self-confidence, charisma, strong-will and boldness. But, frequently, such traits may also exist side-by-side with far less palatable ones. The role that a CEO's personality plays in determining outcomes, including stock-price performance, is a topic of considerable interest to researchers, the media, and the public. Leveraging the research and expertise of organizational psychology and engaging the audience's views too, this session will examine the damage narcissistic leaders can inflict on corporations in terms of strategic choices, governance quality, ESG, ethical standards, and executive turnover, and explore the potential solutions to it.

17.30-19.30 **Closing Drinks**